

AMENDED AND RESTATED

ARTICLES OF INCORPORATION FOR THE FLORIDA RECREATION AND PARK ASSOCIATION, INC.

ARTICLE I - Name and Location

Section 1. The official name of this organization shall be The Florida Recreation and Park Association, Inc.

Section 2. The principal office of the Association is to be located in the City of Tallahassee, Leon County, Florida. The mailing address of the Association is 411 Office Plaza Drive, Tallahassee, Florida, 32301-2756.

ARTICLE II - Duration of Corporation

Section 1. The corporation shall have perpetual existence.

ARTICLE III - Purpose, Goals and Powers

Section 1. The purpose for which this organization is formed is exclusively for education and charitable, and other similar non-profitable purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented, or superseded). More specifically, the purposes of the Foundation are:

- a. To operate exclusively for charitable and educational purposes for the promotion of recreation, park and leisure services;
- b. To provide educational scholarships to qualified individuals for study in parks, recreation and leisure services advocates;
- c. To conduct research and study to demonstrate the impacts of parks and recreation services;
- d. To identify and promote minimum standards for park, recreation and leisure services, for both individuals and organizations;
- e. To conduct educational programs to further the professional development of individuals practicing in the field of parks, recreation and leisure services; and
- f. To advocate for the provision of parks, recreation and leisure services.

Section 2.

- a. The Association shall have all the power necessary to carry out its purposes and goals, subject only to limitations provided by the Articles of Incorporation, by the By-Laws or by law. Such powers shall include without limitation:
 1. Control of its affairs.
 2. The designation of the time holding and manner of conducting meetings.
 3. The control of its members.
 4. The determination of time and manner of selection, qualifications, powers and duties of its officers and members of committees.
 5. The determination of what constitutes a vacancy in any office or committee and the manner of filling that vacancy.
 6. The adoption of such rules and regulations, not inconsistent with the laws, Article of

Incorporation and the By-Laws with the right from time to time to amend or repeal, as deemed necessary.

- b. The Association shall not be operated for the purpose of carrying on a trade or unlawful activities under applicable federal, state or local laws. The Association shall not:
 - 1. Engage in any prohibited transactions as described in Section 501 of the Internal Revenue Code.
 - 2. Accumulate income, invest income or divert income in a manner endangering its exempt status as described in Section 501 of the Internal Revenue Code.
- c. No part of the net earnings or property of the Association shall inure to the benefit of, or be distributed to its members, donors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in Article III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Association shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 3. An officer or Board member may be removed for cause by a two-thirds majority vote of the Board of Directors after reasonable notice and full hearing before the Board.

ARTICLE IV - Membership

Section 1. The membership of this Association shall be open to those persons, agencies and organizations meeting the requirements as provided hereinafter by By-Laws, regardless of age, sex, race, religion, national origin, or disability. Termination of membership will be as provided in the By-Laws.

ARTICLE V - The Board of Directors

Section 1. The governing body of this Association shall be known as the Board of Directors, which shall consist of the President, President Elect, Vice President of Finance, three Vice Presidents, and the immediate Past President. The method of election of the directors is as stated in the bylaws.

Section 2. There shall be a Personnel Committee of the Board of Directors to review all personnel matters of the Association, and to take action on emergency personnel matters. The Committee shall be composed of the President, President Elect, and Immediate Past President.

Section 3. The Executive Director will serve as ex-officio member of the Board of Directors as provided for in the By-Laws.

Section 4. In the case of the President's illness, death, resignation, or move from the state, the President Elect shall succeed to the office of President for the unexpired term, and then shall serve their duly elected term of office. In the case the President Elect can not succeed to the office of President, the Board of Directors of the Association shall elect from among themselves an individual to serve in the office of President for the unfulfilled term.

If, when the President Elect succeeds to the office of President, a regularly scheduled election has been held and an individual has been elected to serve as President Elect, that individual shall immediately assume the role of President Elect to fulfill the unexpired term, and then shall serve their duly elected term of office.

If when the President Elect succeeds to the office of President, a regularly scheduled election has not been held, there shall be no individual serving as President Elect until an election can be held. If

during this period of time, something shall render the President unable to serve his/her term, the immediate Past President shall serve until an election can be held.

Section 5. In the instance that a Board member may not fulfill their duly elected/appointed term, the President shall appoint a replacement for the remainder of that term, unless otherwise provided in these bylaws.

ARTICLE VI - Amendments

Section 1. These Articles may be amended or repealed only by a two-thirds vote of a quorum of the Board of Directors at any Board meeting conducted as provided for in Article IV of the ByLaws, duly called or regularly held, but conditioned on notice of such proposed changes having been provided in writing to the Board of Directors not less than forty-five (45) days before such meeting. Amendments may be proposed by any member of the Board of Directors of their own initiative or upon petition of any ten (10) members of the Association addressed to the Board.

ARTICLE VII - By-Laws

Section 1. There shall be official By-Laws of the Association. Amendments to the By-Laws may be made at any time provided the amendments have been approved by the Board of Directors. Any amendments approved under this provision shall go into effect upon final action by the Board of Directors, or at such later date as specified by the Board of Directors.

ARTICLE VIII - Subscribers and Officers

Section 1. The officers of this Association shall be a President, President Elect, Immediate Past President, Vice President of Finance, and three Vice Presidents. They shall be elected as provided for in the By-Laws.

ARTICLE IX – Dissolution

Section 1. In the event of a dissolution of the Association, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Association, distribute the remaining assets exclusively to an organization or organizations organized and operated exclusively for charitable, educational and/or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so distributed by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.